

RECORDATION NO. 24448-D FILED

APR 29 '08

4:18 PM

SURFACE TRANSPORTATION BOARD



VIA UPS 2nd DAY AIR

April 25, 2008

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Tel 847.318.7575
Fax 847.318.7588
www.firstunionrail.com

Ms. Anne K. Quinlan
Surface Transportation Board
395 E Street S.W., Suite 100
Washington, D. C. 20024
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement dated April 9th, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under Recordation Number 24448.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Dow Corning Corporation
2200 W. Salzburg Rd
Midland, MI 48686-0994

A description of the railroad equipment covered by the enclosed document is twenty (20) gondola cars, with FURX, GROX and NDYX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: **Memorandum of Lease**

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Very truly yours,

Marcia Dunne
Rail Documentation Specialist

Enclosures
(DOWC008)

ASSGN. NO.: DOWC008

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MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

9th THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 9th day of April, 2008, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Dow Corning Corporation ("Lessee"), a Michigan corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of April 17, 2003, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 8 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of April 15, 2008, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

By: Richard F. SeymourName: RICHARD F. SEYMOUR

VICE PRESIDENT SALES & MARKETING

Title: _____

ATTEST:

By: Susan GrokulskeyName: SUSAN GROKULSKY
ASSISTANT DIRECTOR OFTitle: DOCUMENTATIONExecuted on this 11th day of April, 2008

[CORPORATE SEAL]

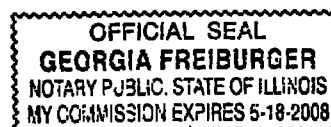
STATE OF ILLINOISCOUNTY OF COCK

I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 9th day of April, 2008.

Notary Public

Commission Expires:

5-2008
(Notary Public)

LESSEE:

DOW CORNING CORPORATION

ATTEST:

By: Jay Ousterhout
Name: Jay Ousterhout
Title: Supply Manager

By: _____

Name: _____

Title: _____

Executed on this _____ day of _____,

[CORPORATE SEAL]

STATE OF Michigan
COUNTY OF Midland

I, Trina K Oskvarek, a Notary Public of the County and State aforesaid, certify that Jay Ousterhout personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 22nd day of February, 2008

Trina K Oskvarek
Notary Public

Commission Expires:

May 31, 2008
(Notary Public)

Trina K. Oskvarek
NOTARY PUBLIC, MIDLAND COUNTY, MICHIGAN
MY COMMISSION EXPIRES MAY 31, 2011

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Twenty (20)

DESCRIPTION OF CARS: 52'6", 4'6"-5' sided gondola cars with extreme height of 7' 9" and 8'1", with 263,000 GWR.

CAR NUMBER:

FURX	315310
FURX	316014
FURX	316033
FURX	316034
FURX	316038
FURX	316050
GROX	081139
NDYX	315433
NDYX	316022
NDYX	316025
NDYX	316039
NDYX	316048
NDYX	316075
NDYX	316103
NDYX	316104
NDYX	316105
NDYX	316133
NDYX	316134
NDYX	316166
NDYX	316223